



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

February 1, 1991

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series P-2)
Recordation No. 9911

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Seventh Supplemental Equipment Trust Agreement dated as of July 31, 1990, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTCp2
Enclosures

9911-0
FEB 5 1991 -3 15 PM
INTERSTATE COMMERCE COMMISSION

9911-P
FEB 5 1991 -3 15 PM1-036A059

INTERSTATE COMMERCE COMMISSION

FEB 5 3 04 PM '91
MOTOR OPERATING UNIT



A MEMBER OF THE MARMON GROUP OF COMPANIES

STATE OF ILLINOIS)
COUNTY OF COOK)

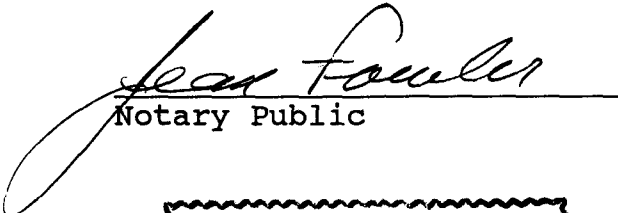
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INTERSTATE COMMERCE COMMISSION

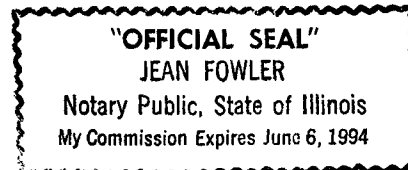
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated November 15, 1990 with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 1st day of February, 1991.

UTC8a


Notary Public



BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO
as Trustee under Equipment Trust Agreement
Dated December 1, 1978
(Series P-2)
to
UNION TANK CAR COMPANY

9911-P
RECEIVED NO. 9911-P
FEB 5 1991 - 3 15 PM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated December 1, 1978 by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of November 15, 1990.

THE FIRST NATIONAL BANK OF CHICAGO

By: James Lee Brennan

(CORPORATE SEAL)

Attest:

Shawn McGowan
Its Trust Officer

UTC2044-P-2

STATE OF ILLINOIS

COUNTY OF COOK

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) SS
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On this 15th day of November, 1990, before me, a Notary Public in and for said State and County, personally appeared Janice OTT Rotunno and Sharon McGrath, to me personally known, who being by me duly sworn did say that they are, respectively, TRUST OFFICER and TRUST OFFICER of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Gloria L. Heatley
Notary Public

My Commission Expires:

9-29-92

" OFFICIAL SEAL "
GLORIA L. HEATLEY
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 9/29/92

UTC2044-P-2

WRECKED/RETIRED CARS (SCHEDULE B)

P 2 SERIES P2

07/31/90

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BO VALUE
				CU	CTY	IN USE	WRECKED/ RETIRED		
UTLX 25782	TM	13,700	GAL	1	1	05/78	11/89	\$ 28,693	\$ 11,1
UTLX 58629	TM	26,000	GAL	1	1	06/78	09/89	32,059	12,6
UTLX 70157	TMI	15,500	GAL	3	2	06/78	03/90	35,741	14,1
UTLX 70169	TMI	15,500	GAL	3	2	07/78	03/90	35,705	14,1
UTLX 70170	TMI	15,500	GAL	3	2	07/78	03/90	35,705	14,1
UTLX 70175	TMT	15,500	GAL	3	2	07/78	03/90	35,705	14,1
UTLX 70392	TM	23,500	GAL	1	1	11/78	03/90	35,912	14,9
UTLX 70417	TM	20,000	GAL	1	1	10/78	09/89	33,926	13,9
UTLX 70418	TM	20,000	GAL	1	1	09/78	09/89	33,926	13,8
UTLX 70419	TM	20,000	GAL	1	1	09/78	09/89	33,926	13,8
UTLX 70434	TM	20,000	GAL	1	1	10/78	10/89	36,150	14,9
UTLX 70449	TM	20,000	GAL	1	1	11/78	03/90	34,748	14,4
UTLX 70589	TM	17,500	GAL	1	1	11/78	11/89	33,520	13,9
UTLX 70780	TM	23,500	GAL	1	1	06/78	08/88	33,467	13,2
UTLX 71061	TM	20,000	GAL	1	1	06/78	09/89	32,254	12,7
UTLX 71063	TM	20,000	GAL	1	1	06/78	09/89	32,254	12,7
UTLX 71066	TM	20,000	GAL	1	1	06/78	09/89	32,255	12,7
UTLX 71067	TM	20,000	GAL	1	1	06/78	09/89	32,255	12,7
UTLX 82618	TP	20,000	GAL	1	1	11/78	02/90	58,000	24,1
UTLX 96376	TP	25,000	GAL	1	1	11/78	06/89	43,629	18,1
WCTR 101738	BOXT	70	TON	4	1	10/78	12/89	33,951	14,0
WCTR 101861	BOXT	70	TON	4	1	10/78	12/89	33,951	14,0
WCTR 101880	BOXT	70	TON	4	1	10/78	12/89	33,951	14,0
WCTR 101892	BOXT	70	TON	4	1	10/78	12/89	33,951	14,0
UTLX 48673	TM	30,000	GAL	1	1	11/78	07/90	34,490	14,3
UTLX 70933	TM	14,500	GAL	1	1	04/78	07/90	33,295	12,9

NUMBER OF CARS

26

\$ 913,419 \$ 370,8